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ATTORNEY-AT-LAW

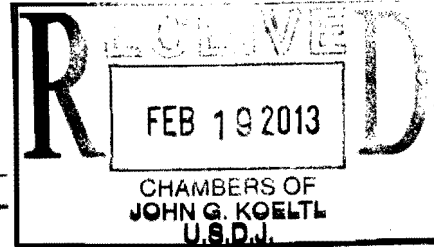
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February 19, 2013

BY FAX

Hon. John G. Koeltl
United States District Judge
Courtroom 12B
500 Pearl Street
New York, NY 10007-1312

USDC SDNY
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Re: Downing vs. Left Right, Inc., et. al, Case No. 12 Civ. 7816 (JGK)

Dear Your Honor:

Due to a fundamental disagreement concerning the objectives of representation and ensuing breakdown in attorney-client communications, I was discharged from my engagement to advocate on behalf of the Plaintiffs Ray Downing and Studio Macbeth, Inc. in the above-referenced action, effective as of Friday, February 15, 2013.

Accordingly, I am writing to respectfully request that the action be stayed in its entirety for a reasonable time within the Honorable Court's discretion so as to permit the Plaintiffs ample opportunity to retain substitute counsel. Consistent with the parties' good faith Stipulation, dated February 15, 2013, extending the time to file a Second Amended Complaint, I would also like to renew my request to extend such time as deemed appropriate upon the Court's prospective entry of any revised Scheduling Order.

Pursuant to Local Rule 1.4, I shall file via ECF a Motion to Withdraw as Counsel and Proposed Order within the next three (3) calendar days, or as otherwise instructed by the Honorable Court, to have my name stricken from the record. A copy of this letter has been transmitted to my former clients, to opposing counsel and to Plaintiffs' attorney in Los Angeles.

It was a true privilege to appear before Your Honor and vis-à-vis Mr. Penchina in this action.

Respectfully submitted,

James H. Freeman, Esq.

c.c. Ray Downing c/o Studio Macbeth, Inc.
Robert Penchina, Esq.
Michael Trauben, Esq.

A TELEPHONE CONFERENCE
WILL BE HELD ON WEDNESDAY,
MARCH 6, 2013 AT 2:30PM.
COUNSEL FOR THE PLAINTIFF WILL
INITIATE THE CONFERENCE CALL BY
CONTACTING ALL PARTIES AND THEN
CONTACTING THE COURT AT (212) 805-
0777.

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SO ORDERED.
2/21/13 [Signature]
J S D J